

LightInTheBox Holding Co., Ltd.
Form SC 13G/A
February 13, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

(Amendment No. 1)

Under the Securities Exchange Act of 1934 *

LightInTheBox Holding Co., Ltd.

(Name of Issuer)

Ordinary Shares, par value US\$0.000067 per share

(Title of Class of Securities)

53225G102(1)

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) This CUSIP number applies to the Issuer's American Depositary Shares, each representing two Ordinary Shares.

CUSIP No. 53225G102

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|-----|--|
| 1. | Names of Reporting Persons
Focus China Holdings Limited |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
British Virgin Islands |
| 5. | Sole Voting Power
3,901,498(1) Ordinary Shares |
| 6. | Shared Voting Power
0 |
| 7. | Sole Dispositive Power
3,901,498(1) Ordinary Shares |
| 8. | Shared Dispositive Power
0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
3,901,498(1) Ordinary Shares |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares ☐
Not applicable |
| 11. | Percent of Class Represented by Amount in Row (9)
4.0%(2) |
| 12. | Type of Reporting Person (See Instructions)
CO |

(1) The Reporting Persons are deemed to beneficially own 3,901,498 Ordinary Shares based on beneficial ownership of 1,950,749 American Depositary Shares (the ADSs), representing 3,901,498 Ordinary Shares.

(2) The percentage is based on 97,619,363 Ordinary Shares issued and outstanding as of December 31, 2014.

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1.	Names of Reporting Persons Xiaoping Xu
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒
3.	SEC Use Only
4.	Citizenship or Place of Organization Canada
5.	Sole Voting Power 3,901,498(1) Ordinary Shares
6.	Shared Voting Power 0
7.	Sole Dispositive Power 3,901,498(1) Ordinary Shares
8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,901,498(1) Ordinary Shares
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares ☐ Not applicable
11.	Percent of Class Represented by Amount in Row (9) 4.0%(2)
12.	Type of Reporting Person (See Instructions) IN

(1) The Reporting Persons are deemed to beneficially own 3,901,498 Ordinary Shares based on beneficial ownership of 1,950,749 ADSs, representing 3,901,498 Ordinary Shares.

(2) The percentage is based on 97,619,363 Ordinary Shares issued and outstanding as of December 31, 2014.

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Item 1.

- (a) Name of Issuer
- LightInTheBox Holding Co., Ltd.
- (b) Address of Issuer's Principal Executive Offices
- Tower 2, Area D, Diantong Square
- No. 7 Jiuxianqiao North Road
- Chaoyang District, Beijing 100015
- People's Republic of China

Item 2.

- (a) Name of Person Filing
- This schedule is filed by and on behalf of:
- 1 Focus China Holdings Limited
- 2 Xiaoping Xu
- (b) Address of the Principal Office or, if none, Residence
- 1 Focus China Holdings Limited Trinity Chambers, P.O. Box 4301, Road Town, Tortola, British Virgin Islands
- 2 Xiaoping Xu Suite 525, China World Trade Tower 1, 1 Jianguomenwai Avenue, Chaoyang District, Beijing 100004, China
- (c) Citizenship
- 1 Focus China Holdings Limited British Virgin Islands
- 2 Xiaoping Xu Canada
- (d) Title of Class of Securities
- Ordinary Shares
- (e) CUSIP Number
- 53225G102

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable.

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

	Reporting Person(1)	Amount beneficially owned(1)	Percent of class(2)	Sole power to vote or direct the vote(1)	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition of(1)	Shared power to dispose or to direct the disposition of
1	Focus China Holdings Limited	3,901,498	4.0%	3,901,498	0	3,901,498	0
2	Xiaoping Xu	3,901,498	4.0%	3,901,498	0	3,901,498	0

(1) Focus China Holdings Limited is the record holder of 3,901,498 Ordinary Shares of the Issuer based on beneficial ownership of 1,950,749 ADSs, representing 3,901,498 Ordinary Shares. Focus China Holdings Limited, a British Virgin Islands company, is wholly owned by Mr. Xiaoping Xu. Mr. Xu has voting and investment power with respect to these Ordinary Shares.

(2) The percentage is based on 97,619,363 Ordinary Shares issued and outstanding as of December 31, 2014.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following -x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

Not applicable

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2015

Focus China Holdings Limited

/s/ Xiaoping Xu

Signature

Name: Xiaoping Xu

Title: Authorized Signatory

Xiaoping Xu

/s/ Xiaoping Xu

Signature

Xiaoping Xu

EXHIBIT INDEX

Exhibit No.	Description
99.1	Joint Filing Agreement